

EXHIBIT B

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

UNITED STATES SECURITIES AND
EXCHANGE COMMISSION,

Applicant,

v.

TERRAFORM LABS PTE, Ltd. and
DO KWON,

Respondents.

No. 21-mc-00810 (JPO)

**SECOND DECLARATION OF ROGER J. LANDSMAN IN SUPPORT OF U.S.
SECURITIES AND EXCHANGE COMMISSION'S APPLICATION FOR AN ORDER
REQUIRING COMPLIANCE WITH SUBPOENAS**

I, Roger J. Landsman, pursuant to 28 U.S.C. § 1746, do hereby declare as follows:

1. I am employed by the United States Securities and Exchange Commission ("SEC" or "Commission") as an attorney in the Division of Enforcement at the SEC's headquarters in Washington, DC. I am admitted to the Bars of New York and the District of Columbia.

2. I submit this Declaration in support of the Commission's Reply in Support of Application for an Order Requiring Compliance with Subpoenas directing Respondents Do Kwon and Terraform Labs PTE Ltd. ("Terraform") to comply with investigative subpoenas served upon Mr. Kwon and Terraform in connection with the Commission's non-public investigation entitled *In the Matter of Mirror Protocol* (Internal File No. HO-14164) (the "Mirror Protocol Investigation"). This Declaration is based upon my direct participation in the Mirror Protocol Investigation.

3. The staff has obtained evidence of an agreement entitled “SAFT (Simple Agreement for Farmed Tokens)” signed and executed by Do Kwon in his capacity as CEO of a Terraform wholly owned subsidiary, and a U.S. based digital asset trading platform. In exchange for the digital asset trading platform paying \$200,000, it would receive MIR tokens based on a pre-defined formula set out in Schedule 1 of the SAFT. The agreement refers to this as the “Token Sale.” This evidence can be found on a document with the Bates range ending 0001 to 0010.

4. The staff has obtained evidence of an agreement entitled “Trust Company Custodial Services Agreement” signed and executed by Chang Joon Han, Terraform’s Head of Finance and a U.S. based subsidiary of the U.S. based digital asset trading platform (“Trust Company”). The agreement is for the Trust Company to store certain digital assets on Terraform’s behalf in exchange for a fee. This evidence can be found on a document with the Bates range ending 0031 to 0054.

5. The staff obtained evidence of an email from a Terraform employee to the U.S. based digital asset trading platform and U.S. based outside representatives of the trading platform, indicating that about 15% of users of the Mirror Protocol come from the U.S. This email copies Terraform’s U.S. based head of Business Development as well as at least one U.S. based employee for the digital asset trading platform. This evidence can be found on a document with the Bates range ending 0732 to 0733.

6. Terraform’s U.S.-based Director of Special Projects provided a presentation to the “Defi Summit” (<https://www.defisummit.com/>) in June 2021 that included an extensive discussion of Terraform’s Mirror Protocol. Among other things, Terraform’s Director of Special Projects discussed that the Mirror Protocol is Terraform’s “answer for investments; it’s powered

by synthetic assets.” See DCentral Con, *Introducing the Terra Luna DeFi Ecosystem w/ SJ Park - DeFi Conference Day 2*, YouTube (June 29, 2021), <https://www.youtube.com/watch?v=cU0Rv5jCjy0> (at 4:20). He specifically addressed the “mApple” synthetic asset, an asset designed by the Mirror Protocol to mimic the price of the equity securities of U.S.-based company, Apple, Inc. *Id.* at 5:25. Terraform’s Director of Special Projects also discussed how Terraform uses the Mirror Protocol to “target everyday users with a Robinhood-like interface” and allows “entry into major asset classes of U.S. markets[.]” *Id.* at 6:05.

7. Terraform’s Business Development lead and its Head of Communications participated in an interview that publicized and explained the Mirror Protocol, noting that Terraform has “a team of [approximately] 40 people working full-time across Asia / US.” The article explains that “Mirror is a synthetic assets protocol” and that Terraform plans to expand Mirror “beyond SE Asia and the typical US market.” Terraform Labs (LUNA) — Telegram AMA — March 15, *Medium* (April 18, 2021), <https://medium.com/gains-associates/terraform-labs-luna-telegram-ama-march-15-7fbbcbd4f1f2>.

I declare under penalty of perjury, pursuant to 28 U.S.C. § 1746, that the foregoing is true and correct to the best of my knowledge, information and belief.

December 27, 2021


Roger J. Landsman